

DHENU BUILDCON INFRA LIMITED

Office No. 4, Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai - 400 058.

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Proceeding of 107th Annual General Meeting of the Members of the Company held on Wednesday 30th September, 2015 at 12.30 P.M.

As per the Notice dated 31st August, 2015, 107th AGM of the Company was held on Wednesday 30th September, 2015 at 12.30 P.M. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.

Mr. Rajkumar Mall, Chairperson of the Company presided over the proceeding and welcomes the members of 107th AGM of the Company.

A total 20 Members attended the AGM including 3 Members being present in proxy, as per the Member attendances register. All Director of the Company were present at the AGM. The representative of the Statutory Auditor and the Secretarial Auditor were also present.

The Chairperson introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read.

The Chairperson then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook.

The Chairperson informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services Limited (CDSL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 107th AGM. The remote e-voting period had commenced on 27th September, 2015 at 9.00 a.m. and ended on 29th September, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairperson further informed that the Board of Directors had appointed Mr. Arvind Baid, Partner of M/s Arvind Baid & Associates, Practicing Chartered Accountant firm, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 107th AGM.

The Chairperson then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March 2015 along with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Chairperson responded to all the queries to the satisfaction of the Members.

The Chairperson proposed item no 1, to be passed as **an ordinary resolution**, relating to approve and adopt Audited Financial Statement, for the year ended 31st March, 2015 and reports of the Board of Directors and Auditors thereon, was proposed and seconded by the Members.

Being interested in the resolution, the Chairperson vacated the Chair and requested Mr. Shivanand Hemmady to move the forgoing resolution. Then, Mr. Shivanand Hemmady moved the **Ordinary Resolution** at Item No. 2, relating to re-appointment of a Director in place of Mr. Rajkumar Mall, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, the same was proposed and seconded by the Members.

Thereafter, Mr. Shivanand Hemmady vacated the Chair and requested the Chairperson to conduct the meeting for the remaining items on the agenda. Then, the Chairperson proposed item no. 3, to be passed as a ordinary Resolution relating Appointment of M/s. Dhaval Gala & Associates, Chartered Accountants as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of 112th Annual General Meeting and to authorise the Board to fix their remuneration.

Then, the Chairperson proposed item no. 4 to be passed as a **Special resolution**, relating adopt the New Set of Articles of Association of the Company The and the same was proposed and seconded by the Members.

Then, the Chairperson proposed item no. 5, to be passed as a **Special resolution**, relating to Special resolution under section 186 of the Companies Act, 2013 for Investment limit upto 100 crores and the same was proposed and seconded by the Members.

The Chairperson then ordered for the poll on all the agenda items as stated in Notice of 107th AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box.

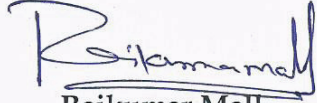
He, then, requested Mr. Arvind Baid, Scrutinizers for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairperson announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced on 1st October, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the Registered Office of the Company.

The Chairperson thanked all the Members for their presence and support and after the casting of the votes by all the Members present at the 107th AGM stood closed.

Thanking You,

For **Dhenu Buildcon Infra Limited**



Rajkumar Mall
(Director)
DIN No.01999513

